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ACCOUNT NO. : 072100000032

REFERENCE : 122205 81095A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 3, 1999

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CUSTOMER NO: 81095A

CUSTOMER: Thomas W. Johnston, Esq
THOMAS W. JOHNSTON, ESQUIRE
THOMAS W. JOHNSTON, ESQUIRE
Suite 301, Barnett Bank Bldg.
2335 East Atlantic Boulevard
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: FRESH HARVEST INTERNATIONAL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -3 PM 5:55

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DIVISION OF CORPORATION

99 FEB -3 PM 1:41

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ARTICLES OF INCORPORATION
OF
FRESH HARVEST INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -3 PM 5: 55

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

FRESH HARVEST INTERNATIONAL, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. For the purchase, sale and brokering of fresh fruit and vegetable products.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class and shall have a par value of \$1.00. The shares shall be designated "common shares".

ARTICLE V

The address of the principal office and mailing address of the corporation is 1400 S.W. 6th Court, Suite B, Pompano Beach, Florida 33069. The name and address of the initial Registered Agent is Robert Colescott, Jr., 1400 S.W. 6th Court, Suite B, Pompano Beach, Florida 33069.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is one, but may be amended by change of the corporate by-laws upon majority vote of the shareholders. The name and address of the person who is to serve as the member of the initial board of directors is:

Robert Colescott, Jr.
1400 S.W. 6th Court, Suite B
Pompano Beach, Florida 33069

ARTICLE VII

The name and address of the incorporator is:

Robert Colescott, Jr.
1400 S.W. 6th Court, Suite B
Pompano Beach, Florida 33069

ARTICLE VIII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the director of the corporation.

ARTICLE IX

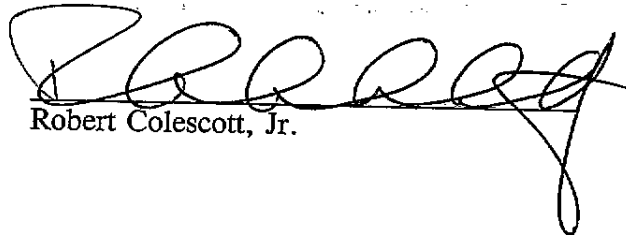
Every shareholder, upon the sale of any new stock of this corporation of the same kind,

class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of February, 1999.



Robert Colescott, Jr.

CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

First, that **Fresh Harvest International, Inc.** is qualified to do business under the laws of the State of Florida with its principal office at 1400 S.W. 6th Court, Pompano Beach, County of Broward, State of Florida, has appointed Robert Colescott, Jr., 1400 S.W. 6th Court, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
Registered Agent

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99 FEB -3 PM 5:55